

**INFORMATION REGARDING THE  
ANNUAL GENERAL MEETING  
OF SHAREHOLDERS OF J&P-AVAX SA  
General Corporate Registry # 913601000  
as per article 27 of Commercial Law 2190/1920**

**1. INVITATION**

**"J&P-AVAX SA"**

**General Corporate Registry # 913601000**

**(formerly Societe Anonyme Registry # 14303/06/B/86/26)**

**Annual General Meeting of Shareholders**

**Wednesday, June 24, 2015, at 13:00**

**I N V I T A T I O N**

In accordance with Corporate Law 2190/1920 and its amendments as well as the Company Charter, the Board of Directors of **J&P-AVAX SA** invites shareholders to the **Annual General Meeting on Wednesday, June 24, 2015 at 13:00** at the Company headquarters, located at 16 Amarousiou-Halandriou Street in Marousi, Greece to decide on the following agenda:

**AGENDA:**

1. Approval of the Directors' Report and the Auditors' Review Report, along with the annual financial report for the 01.01.2014-31.12.2014 period.
2. Appropriation of income for the 01.01.2014-31.12.2014 period.
3. Waiver of responsibility of the Board of Directors and the Auditors for the 2014 financial accounts.
4. Election of Auditor for the 2015 financial accounts.
5. Approval of remuneration of Board Directors for fiscal 2014, and initial approval of remuneration of Board Directors for fiscal 2015, in accordance with article 24 of Law 2190/1920.
6. Approval of replacement of Board member
7. Election of new Board of Directors due to expiration of the term of the current Board
8. Approval of participation of the Company in other companies and joint ventures.
9. Authorisation as per article 23a of Corporate Law 2190/1920 for signing contracts between the Company and persons described in article 23a or related companies.
10. Authorisation as per article 23 of Corporate Law 2190/1920 to Board Directors for participating in the management of companies with similar activities.
11. Other announcements.

In addition, in the event of failure to reach quorum in the assembly, the Board of Directors invites shareholders to a First Repeat General Meeting on Monday July 06, 2015 at 13:00 at the Company Headquarters. No invitation to the repeat general meeting shall be posted, as per article 29 of Law 2190/1920 and its amendments.

The Company informs shareholders of the following, as per article 26, paragraphs 2 & 2b and article 28a of Law 2190/1920 and its amendments:

### **I. PARTICIPATION AND VOTING RIGHTS TO THE GENERAL MEETING**

Participation and voting rights to the Annual General Meeting 2015 are offered to shareholders recorded on the Electronic Registry System of "Hellenic Exchanges SA". Proof of share ownership is produced by means of a relevant certificate issued by the Electronic Registry System. Share ownership need be in effect on Friday, June 19, 2015 (record date), ie at the start of the fifth day prior to the assembly date, while the share ownership certificate need be deposited to the Company at least three days prior to the assembly date, ie on Sunday, June 21, 2015 at the latest.

In the event of a repeat general meeting on July 06, 2015, share ownership should be certified for the start of the fourth day prior to the repeat assembly date, ie on July 02, 2015 (record date), with the share ownership certificate issued by "Hellenic Exchanges SA" required to be deposited to the Company three days at the latest prior to the repeat assembly date, ie on July 03, 2015.

Participation and voting rights for the Annual General Meeting of the Company's shareholders are only offered to investors bearing shareholder status on record date, ie June 19, 2015. In the event of non-compliance to article 28a of Law 2190/1920 and its amendments, shareholders require assembly permission to participate. Exercise of participation and voting rights does not require impounding or any other form of withdrawal of shares from free trading between the registry date and the assembly date.

Each share grants one voting right.

### **II. PARTICIPATION AND VOTING THROUGH PROXY**

Shareholders participating in the general meeting may vote in person or via proxy. Each private shareholder may appoint up to three proxies, and legal entities may appoint up to three persons as proxies. In the event that a shareholder owns shares which appear on more than one investor accounts, this does not limit the shareholder from appointing

different proxies for each investor account. A proxy acting on behalf of more than one shareholder, may vote differently for each shareholder.

The Corporate Charter does not provide for the participation to the general meeting of shareholders by electronic means without their physical presence at the assembly venue, via remote electronic voting or by mail, and does not allow for appointing and recalling proxies by electronic means.

A proxy statement form is available for shareholders in paper form at the Company's Investor Service (16 Amarousiou-Halandriou Street, 15125, Marousi, Greece, tel +30 210 6375000 and in electronic form at the company website [www.jp-avax.gr](http://www.jp-avax.gr)

The proxy statement form should be filled, signed and deposited to the Company at least three days prior to the assembly date, ie up to June 21, 2015.

Proxies are required to inform the Company prior to the start of the general meeting of shareholders of any event which may be useful for shareholders in assessing the risk of the proxy serving other interests besides those of the represented shareholder. Conflict of interest may arise particularly if the proxy is:

1. a shareholder controlling the Company or is an entity controlled by that shareholder
2. a member of the Board of Directors of the Company or a senior director or a director to an entity controlling the Company or other entity which controls the Company
3. an employee or certified auditor of the Company or a shareholder controlling the Company or other entity which is in turn controlled by the controlling shareholder
4. a spouse or relative up to first degree of a person referred to in cases 1 to 3 above.

### **III. SHAREHOLDERS' MINORITY RIGHTS**

- ❖ Following a petition by shareholders representing 1/20 of the Company's share capital, the Board of Directors:
  - is required to append items to the agenda of the general meeting which is already published, provided the petition has been deposited to the Board of Directors at least 15 days prior to the assembly date, ie until June 09, 2015. Additional items must be published or announced at the Board's responsibility, as per article 26 of Law 2190/1920 and its amendments, at least seven days prior to the assembly date, ie up to June 17, 2015. The petition for additional items on the agenda should include a justification or a draft for approval by the general meeting, and the revised agenda

must be published in a similar way to the initial agenda at least 13 days prior to the assembly date, ie up to June 11, 2015.

- o as per article 27 para 3 of Law 2190/1920 and its amendments, makes available to shareholders at least six days prior to the assembly date, ie up to June 18, 2015, the draft of the decisions for items included in the initial or the revised agenda, provided the petition has been deposited to the Board of Directors at least seven days prior to the assembly date, ie up to June 17, 2015.
- o is required to announce to the general meeting the amounts paid in the last two years to each member of the Board of Directors and other senior members of management, as well as any other benefit offered to those persons for any reason or due to a contract. The Board of Directors may decline to provide this information citing a significant reason, which must be recorded in the assembly minutes.
- ❖ Following a petition by any shareholder which is deposited to the Company at least five days prior to the general meeting, ie up to June 18, 2014, the Board of Directors is required to provide to shareholders at the general meeting all requested information for the Company's business affairs, to the extent that this information is useful for evaluating the assembly agenda.
- ❖ Following a petition by shareholders representing 1/20 of the Company's share capital, which is deposited to the Company at least five days prior to the assembly date, ie up to June 18, 2015, the Board of Directors is required to provide to shareholders at the general meeting information on the Company's business activity and assets. The Board of Directors may refuse to provide this information citing a significant reason, which must be recorded at the assembly minutes

It should be noted that the exercise of all rights mentioned in this invitation requires that investors provide evidence of their shareholder status and the number of shares under their control while exercising those rights. The shareholder certificate issued by "Hellenic Exchanges SA" is acceptable proof of shareholder status and control.

Further details regarding those rights and the terms of their exercise are available at the Company website [www.jp-avax.gr](http://www.jp-avax.gr)

The forms which need be deposited at the general meeting as well as the drafts of decisions for each agenda item are available in print form at the Company's Investor Service (16 Amarousiou-Halandriou Street, 15125, Marousi, Greece, tel +30 210 6375000), for receiving copies of the forms. All of the documents as well as the present invitation, the total of outstanding shares and voting rights and proxy voting forms are also available in electronic form at the company website [www.jp-avax.gr](http://www.jp-avax.gr)

**Marousi, June 02, 2015**

**THE BOARD OF DIRECTORS**

**2. SHARE CATEGORIES, NUMBER OF SHARES AND VOTES**

Company shares are exclusively common registered. The total number of the Company's shares outstanding and the associated voting rights as of the date of publication of the invitation of shareholders to the Annual General Meeting on 24.06.2015 is 77,654,850.

**3. DOCUMENTS TO BE SUBMITTED TO THE ANNUAL GENERAL MEETING**

The following documents may be accessed by shareholders from the corporate website ([www.jp-avax.gr](http://www.jp-avax.gr)):

- Annual Financial Statements (parent and consolidated) for the period from 01.01.2014 to 31.12.2014,
- the related notes and information,
- the independent Auditor's review report.

**4. DRAFT DECISIONS ON EACH AGENDA ITEM**

**Item #1**

**Approval of the Directors' Report and the Auditors' Review Report, along with the annual financial accounts for the 01.01.2014-31.12.2014 period**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

The approval of the Annual Financial Statements for 2014, along with the Directors' Report and the Auditors' Report, will be proposed.

The General Meeting approves the Annual Financial Statements for 2014, along with the Directors' Report and the Auditors' Report, with ..... votes in favour of the proposal.

**Item #2**

**Appropriation of Income for the 01.01.2014-31.12.2014 period**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

The appropriation of fiscal 2014 result as well as the distribution of no dividend for the year, will be proposed.

The General Meeting approved the appropriation of fiscal 2014 results and the distribution of no dividend with ..... votes in favour.

**Item #3**

**Waiver of responsibility of the Board of Directors and the Auditors for any compensation regarding the 2014 financial accounts**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

The waiver of responsibility of the Board of Directors and the Auditors for any compensation regarding the 2014 financial accounts will be proposed.

The General Meeting approved the waiver of responsibility of the Board of Directors and the Auditors for any compensation regarding the 2014 financial accounts with ..... votes in favour.

**Item #4**

**Election of Auditor Firm for the 2015 financial accounts**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

The auditing of the Company in current fiscal period 2015 will be proposed to be assigned to "BDO Auditors SA", (register #173).

The General Meeting approved the appointment of "BDO Auditors SA" for auditing the Company in the current fiscal period 2015 with ..... votes in favour.

The remuneration of the lead auditor will be determined by the Supervisory Council of the Auditors' Union, in accordance with article 18 of Presidential Decree 226/1997 and its amendments.

**Item #5**

**Approval of remuneration of Board Directors for fiscal 2014, and initial approval of remuneration of Board Directors for fiscal 2015, in accordance with article 24 of Law 2190/1920**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

Approval will be proposed for the remuneration of Board Directors for fiscal 2014.

The General Meeting approves payments to its directors for fiscal 2014 with ..... votes in favour.

The initial approval of payments to its directors for the current fiscal year 2015 will be proposed.

The General Meeting grants its initial approval on payments to its directors for the current fiscal year 2015 with ..... votes in favour.

**Item #6**

**Approval of replacement of Board member**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

Shareholder approval will be requested for the appointment of Mr Alexios Sotirakopoulos as new member of the Board of Directors of the Company, replacing Mr John Hastas who resigned his post. The election of Mr Alexios Sotirakopoulos was decided at the Board Meeting of May 29, 2015 and is required to be approved by the next General Meeting of shareholders to be held, which is this meeting.

The General Meeting grants its approval to the election of Mr Alexios Sotirakopoulos as new member of the Board of Directors of the Company, replacing Mr John Hastas, with ..... votes in favour.

### **Item #7**

#### **Election of new Board of Directors, due to expiration of the current Board's term**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

The following eleven persons will be proposed to be elected as new Board of Directors of the Company, for a three-year term to 30.06.2018.

1	Christos Joannou	Executive Director
2	Konstantinos Kouvaras	Executive Director
3	Konstantinos Mitzalis	Executive Director
4	Konstantinos Lysaridis	Executive Director
5	Stelios Georgallidis	Executive Director
6	Athena Demetriou-Eliades	Executive Director
7	Efthivoulos Paraskevaides	Non-Executive Director
8	Leoni Paraskevaides Mavronikola	Non-Executive Director
9	John Pistiolis	Non-Executive Director
10	David Watson	Independent, Non-Executive Director
11	Alexios Sotirakopoulos	Independent, Non-Executive Director

The General Meeting approved the election of the following eleven persons as the Company's new Board of Directors of the Company for a three-year term to 30.06.2018, with ..... votes in favour.

1	Christos Joannou	Executive Director
2	Konstantinos Kouvaras	Executive Director
3	Konstantinos Mitzalis	Executive Director
4	Konstantinos Lysaridis	Executive Director
5	Stelios Georgallidis	Executive Director
6	Athena Demetriou-Eliades	Executive Director
7	Efthivoulos Paraskevaides	Non-Executive Director
8	Leoni Paraskevaides Mavronikola	Non-Executive Director
9	John Pistiolis	Non-Executive Director
10	David Watson	Independent, Non-Executive Director
11	Alexios Sotirakopoulos	Independent, Non-Executive Director

### **Item #8**

#### **Approval of participation of the Company in other companies and joint ventures**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

The participation of the Company in other companies and joint ventures set up in 2014 will be proposed.



The General Meeting approved the participation of the Company in other companies and joint ventures set up in 2014 with ..... votes in favour.

#### **Item #9**

**Authorisation as per article 23a of Corporate Law 2190/1920 for signing contracts between the Company and persons described in article 23a or related companies**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

A proposal will be made for approving the contracts signed between the Company and persons described in article 23a or related companies.

The General Meeting approves the contracts for the provision of services which were signed or renewed between the Company and persons described in article 23a or related companies, with ..... votes in favour.

#### **Item #10**

**Authorisation as per article 23 of Corporate Law 2190/1920 to Board Directors for participating in the management of companies with similar activities**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

A proposal will be made to grant permission to Board Directors and other senior Company managers to participate in other companies with similar activities and collaborating with J&P-AVAX in various projects and services.

The General Meeting authorises board members and managers to participate in the boards of companies with similar activities, with ..... votes in favour.

#### **Item #11**

**Various announcements**

**Required Quorum: 1/5 of the Company's paid-up capital**

**Required Majority: 50%+1 of the voting rights participating in the assembly**

The Chairman of the Assembly will then brief shareholders on various matters concerning the Company's business activities.